

# EXHIBIT D

**From:** Wark, Robert </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS /CN=05F082AC3ACB4F1E8300D0EE1BC4B841-WARK, BRUCE>  
**To:** Homan, Todd (OST)  
**CC:** Wilkinson, Molly; Robert C. Land (Robert.Land@jetblue.com)  
**Sent:** 11/11/2020 5:23:28 PM  
**Subject:** FW: Lr Lepore v2.docx  
**Attachments:** Lr Lepore v2.docx

Todd:

Attached is a working draft of a letter we are contemplating sending to the DOJ. We are still thinking, and working with our experts, on whether carve outs are necessary, and if so, how best to define the rules. The letter currently carve outs 2-1s and 3-2s where both AA and B6 are substantial competitors. It's worth noting, again, this is not a merger so if there are proven adverse fare effects on any route, the parties would be open to enforcement action. That would suggest carve outs are not necessary to protect consumers since the antitrust laws remain in effect. It's also worth noting that we really don't see these as true 2-1s and 3-2s because the services will continue to be priced independently. Regardless, we are considering offering DOJ some carve outs to eliminate any reasonable concern on these more concentrated routes. I will, of course, let you know if our thinking on this issue evolves.

We are happy to discuss any thoughts or concerns that you may have.

Best regards,

Bruce

Sent from Mail for Windows 10

**From:** Dan.Wall@LW.com  
**Sent:** Wednesday, November 11, 2020 5:00 PM  
**To:** Wark, Robert  
**Subject:** Lr Lepore v2.docx

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